

United States Bankruptcy Court

Central District of California

In re:

Case No. _____

Chapter **11**

Jill Kelly Productions

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Philip J. Starr**, declare under penalty of perjury that I am the CEO of Jill Kelly Productions, a Delaware Corporation and that on 08/05/2005 the following resolution was duly adopted by the Philip J. Starr and Charles Potter of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Philip J. Starr**, CEO of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **Philip J. Starr**, CEO of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **Philip J. Starr**, CEO of this Corporation, is authorized and directed to employ **Todd B. Becker**, attorney and the law firm of **Law Offices of Todd B. Becker** to represent the Corporation in such bankruptcy case."

Executed on:

6 August 2005

Signed:


Philip J. Starr